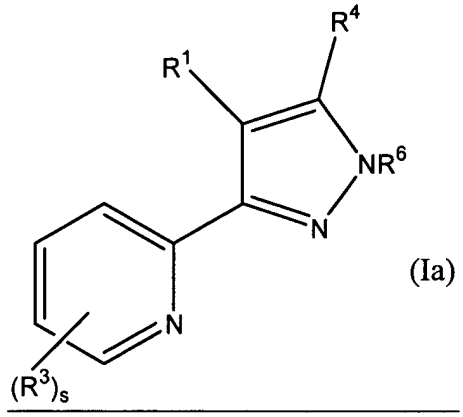
AMENDMENTS TO THE CLAIMS

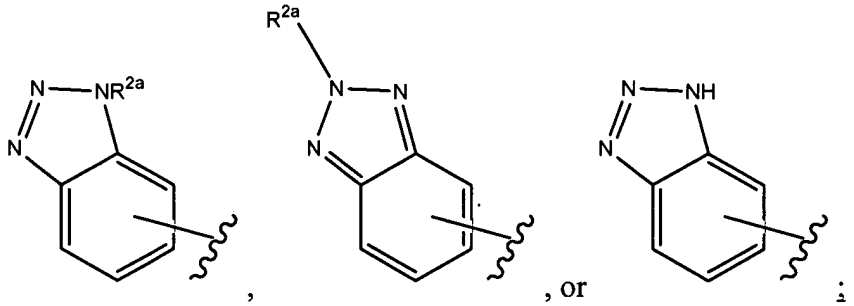
1. (CANCELED)

2. (CURRENTLY AMENDED) A compound of ~~claim 1,~~ formula (Ia):



(Ia)

or a pharmaceutically acceptable salt, prodrug, tautomer, hydrate or solvate thereof, wherein R^1 is



, , or ;

each R^3 is independently selected from the group consisting of: hydrogen, halo, halo(C_1-C_6)alkyl, (C_1-C_6)alkyl, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, perhalo(C_1-C_6)alkyl, phenyl, (C_5-C_{10})heteroaryl, (C_5-C_{10})heterocyclic, (C_3-C_{10})cycloalkyl, hydroxy, (C_1-C_6)alkoxy, perhalo(C_1-C_6)alkoxy, phenoxy, (C_5-C_{10})heteroaryl-O-, (C_5-C_{10})heterocyclic-O-, (C_3-C_{10})cycloalkyl-O-, (C_1-C_6)alkyl-S-, (C_1-C_6)alkyl-SO_2-, (C_1-C_6)alkyl-NH-SO_2-, O_2N-, NC-, amino, $Ph(CH_2)_{1-6}HN$-, (C_1-C_6)alkyl HN-, (C_1-C_6)alkylamino, [(C_1-C_6)alkyl]$_2$-amino, (C_1-C_6)alkyl-SO_2-NH-, amino(C=O)-, aminoO_2S-, (C_1-C_6)alkyl-(C=O)-NH-, (C_1-C_6)alkyl-(C=O)-[(((C_1-C_6)alkyl)-N]-, phenyl-(C=O)-NH-,

phenyl-(C=O)-[((C_1-C_6)alkyl)-N]-, (C_1-C_6)alkyl-(C=O)-, phenyl-(C=O)-, (C_5-C_{10})heteroaryl-(C=O)-, (C_5-C_{10})heterocyclic-(C=O)-, (C_3-C_{10})cycloalkyl-(C=O)-, HO-(C=O)-, (C_1-C_6)alkyl-O-(C=O)-, H_2N(C=O)-, (C_1-C_6)alkyl-NH-(C=O)-, [(C_1-C_6)alkyl]$_2$-N-(C=O)-, phenyl-NH-(C=O)-, phenyl-[((C_1-C_6)alkyl)-N]-(C=O)-, (C_5-C_{10})heteroaryl-NH-(C=O)-, (C_5-C_{10})heterocyclic-NH-(C=O)-, (C_3-C_{10})cycloalkyl-NH-(C=O)- and (C_1-C_6)alkyl-(C=O)-O-;

where alkyl, alkenyl, alkynyl, phenyl, heteroaryl, heterocyclic, cycloalkyl, alkoxy, phenoxy, amino of R^3 is optionally substituted by at least one substituent independently selected from (C_1-C_6)alkyl, (C_1-C_6)alkoxy, halo(C_1-C_6)alkyl, halo, H_2N-, Ph(CH_2)$_{1-6}$HN-, and (C_1-C_6)alkylHN-;

s is an integer from one to five;

R^4 is selected from the group consisting of: hydrogen, halo, halo(C_1-C_6)alkyl, (C_1-C_6)alkyl, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, perhalo(C_1-C_6)alkyl, phenyl, (C_5-C_{10})heteroaryl, (C_5-C_{10})heterocyclic, (C_3-C_{10})cycloalkyl, hydroxy, (C_1-C_6)alkoxy, perhalo(C_1-C_6)alkoxy, phenoxy, (C_5-C_{10})heteroaryl-O-, (C_5-C_{10})heterocyclic-O-, (C_3-C_{10})cycloalkyl-O-, (C_1-C_6)alkyl-S-, (C_1-C_6)alkyl-SO_2-, (C_1-C_6)alkyl-NH-SO_2-, O_2N-, NC-, amino, Ph(CH_2)$_{1-6}$NH-, alkylNH-, (C_1-C_6)alkylamino, [(C_1-C_6)alkyl]$_2$-amino, (C_1-C_6)alkyl-SO_2-NH-, amino(C=O)-, aminoSO_2-, (C_1-C_6)alkyl-(C=O)-NH-, (C_1-C_6)alkyl-(C=O)-((C_1-C_6)alkyl)-N]-, phenyl-(C=O)-NH-, phenyl-(C=O)-((C_1-C_6)alkyl)-N]-, (C_1-C_6)alkyl-(C=O)-, phenyl-(C=O)-, (C_5-C_{10})heteroaryl-(C=O)-, (C_5-C_{10})heterocyclic-(C=O)-, cycloalkyl-(C=O)-, HO-(C=O)-, (C_1-C_6)alkyl-O-(C=O)-, H_2N(C=O)-, (C_1-C_6)alkyl-NH-(C=O)-, ((C_1-C_6)alkyl)$_2$-N-(C=O)-, phenyl-NH-(C=O)-, phenyl-((C_1-C_6)alkyl)-N]-(C=O)-, (C_5-C_{10})heteroaryl-NH-(C=O)-, (C_5-C_{10})heterocyclic-NH-(C=O)-, (C_3-C_{10})cycloalkyl-NH-(C=O)- and (C_1-C_6)alkyl-(C=O)-O-,

where alkyl, alkenyl, alkynyl, phenyl, heteroaryl, heterocyclic, cycloalkyl, alkoxy, phenoxy, and amino of R^4 is optionally substituted by at least one substituent independently selected from the group consisting of $(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_6)$alkoxy, halo$(C_1\text{-}C_6)$alkyl, halo, H_2N-, $Ph(CH_2)_{1\text{-}6}$-NH-, and $(C_1\text{-}C_6)$alkylNH-; and

R^6 is selected from the group consisting of hydrogen, $(C_1\text{-}C_6)$alkyl, $(C_2\text{-}C_6)$alkenyl, $(C_2\text{-}C_6)$alkynyl, phenyl, $(C_5\text{-}C_{10})$heteroaryl, $(C_5\text{-}C_{10})$heterocyclic, $(C_3\text{-}C_{10})$cycloalkyl, $(C_1\text{-}C_6)$alkyl-(SO_2)-, phenyl-(SO_2)-, H_2N-(SO_2)-, $(C_1\text{-}C_6)$alkyl-NH-(SO_2)-, $((C_1\text{-}C_6)\text{alkyl})_2N$-$(SO_2)$-, phenyl-NH-$(SO_2)$-, $(\text{phenyl})_2N$-(SO_2)-, $(C_1\text{-}C_6)$alkyl-(C=O)-, phenyl-(C=O)-, $(C_5\text{-}C_{10})$heteroaryl-(C=O)-, $(C_5\text{-}C_{10})$heterocyclic-(C=O)-, $(C_3\text{-}C_{10})$cycloalkyl-(C=O)-, $(C_1\text{-}C_6)$alkyl-O-(C=O)-, $(C_5\text{-}C_{10})$heterocyclic-O-(C=O)-, $(C_3\text{-}C_{10})$cycloalkyl-O-(C=O)-, H_2N-(C=O)-, $(C_1\text{-}C_6)$alkyl-NH-(C=O)-, phenyl-NH-(C=O)-, $(C_5\text{-}C_{10})$heteroaryl-NH-(C=O)-, $(C_5\text{-}C_{10})$heterocyclic-NH-(C=O)-, $(C_3\text{-}C_{10})$cycloalkyl-NH-(C=O)-, $((C_1\text{-}C_6)\text{alkyl})_2N$-(C=O)-, $(\text{phenyl})_2N$-(C=O)-, phenyl-[$(C_1\text{-}C_6)$alkyl)-N]-(C=O)-, $(C_5\text{-}C_{10})$heteroaryl-[$(C_1\text{-}C_6)$alkyl)-N]-(C=O)-, $(C_5\text{-}C_{10})$heterocyclic-[$(C_1\text{-}C_6)$alkyl)-N]-(C=O)-, and $(C_3\text{-}C_{10})$cycloalkyl-[$(C_1\text{-}C_6)$alkyl)-N]-(C=O)-; where alkyl, alkenyl, alkynyl, phenyl, benzyl, heteroaryl, heterocyclic, cycloalkyl, alkoxy, phenoxy, amino of R^6 is optionally substituted with at least one moiety independently selected from the group consisting of halo, $(C_1\text{-}C_6)$alkyl, $(C_2\text{-}C_6)$alkenyl, $(C_2\text{-}C_6)$alkynyl, perhalo$(C_1\text{-}C_6)$alkyl, $(C_3\text{-}C_{10})$cycloalkyl, phenyl, benzyl, $(C_5\text{-}C_{10})$heterocyclic, $(C_5\text{-}C_{10})$heteroaryl, $(C_1\text{-}C_6)$alkyl-SO_2-, formyl, NC-, $(C_1\text{-}C_6)$alkyl-(C=O)-, (C_3C_{10})cycloalkyl-(C=O)-, phenyl-(C=O)-, $(C_5\text{-}C_{10})$heterocyclic-(C=O)-, $(C_5\text{-}C_{10})$heteroaryl-(C=O)-, HO-(C=O)-, $(C_1\text{-}C_6)$alkyl-O-(C=O)-, $(C_3\text{-}C_{10})$cycloalkyl-O-(C=O)-, $(C_5\text{-}C_{10})$heterocyclic-O-(C=O)-, $(C_1\text{-}C_6)$alkyl-NH-(C=O)-, $(C_3\text{-}C_{10})$cycloalkyl-NH-(C=O)-, phenyl-NH-(C=O)-, $(C_5\text{-}C_{10})$heterocyclic-NH-(C=O)-, $(C_5\text{-}C_{10})$heteroaryl-NH-(C=O)-, $((C_1\text{-}C_6)\text{alkyl})_2$-N-(C=O)-, phenyl-[$(C_1\text{-}C_6)$alkyl)-N]-(C=O)-, hydroxy, $(C_1\text{-}C_6)$alkoxy, perhalo$(C_1\text{-}C_6)$alkoxy, $(C_3\text{-}C_{10})$cycloalkyl-O-, phenoxy, $(C_5\text{-}C_{10})$heterocyclic-O-, $(C_5\text{-}C_{10})$heteroaryl-O-, $(C_1\text{-}C_6)$alkyl-(C=O)-O-, $(C_3\text{-}C_{10})$cycloalkyl-(C=O)-O-, phenyl-(C=O)-O-, $(C_5\text{-}$

C_{10})heterocyclic-(C=O)-O-, (C_5-C_{10})heteroaryl-(C=O)-O-, O_2N-, amino, (C_1-C_6)alkylamino, ((C_1-C_6)alkyl)$_2$-amino, formamidyl, (C_1-C_6)alkyl-(C=O)-NH-, (C_3-C_{10})cycloalkyl-(C=O)-NH-, phenyl-(C=O)-NH-, (C_5-C_{10})heterocyclic-(C=O)-NH-, (C_5-C_{10})heteroaryl-(C=O)-NH-, (C_1-C_6)alkyl-(C=O)-[((C_1-C_6)alkyl)-N]-, phenyl-(C=O)-[(C_1-C_6)alkyl-N]-, (C_1-C_6)alkyl-SO_2NH-, (C_3-C_{10})cycloalkyl-SO_2NH-, phenyl-SO_2NH-, (C_5-C_{10})heterocyclic-SO_2NH- and (C_5-C_{10})heteroaryl-SO_2NH-; wherein the phenyl or heteroaryl moiety of a R^6 substituent is optionally further substituted with at least one radical independently selected from the group consisting of halo, (C_1-C_6)alkyl, (C_1-C_6)alkoxy, perfluoro(C_1-C_6)alkyl and perfluoro(C_1-C_6)alkoxy, with the proviso that R^1 contains at least one heteroatom.

3. (CANCELED)

4. (CANCELED)

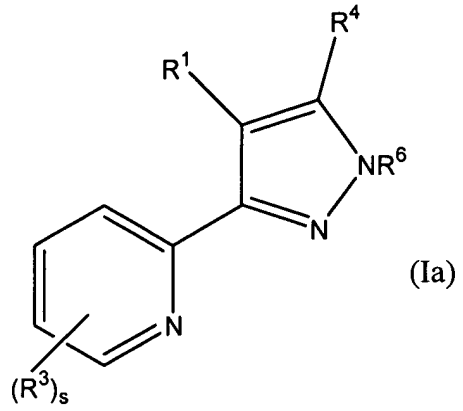
5. (CANCELED)

6. (CANCELED)

7. (CANCELED)

8. (CANCELED)

9. (CURRENTLY AMENDED) A compound of ~~claim 1,~~ formula (Ia):



(Ia)

or a pharmaceutically acceptable salt, prodrug, tautomer, hydrate or solvate thereof, wherein R^1 is a saturated, unsaturated, or aromatic C_3-C_{20} mono-, bi- or polycyclic ring optionally containing at least one heteroatom selected from the group consisting of N, O and S, wherein R^1 can optionally be further independently substituted with at least one moiety independently selected from the group consisting of: carbonyl, halo, halo(C_1-C_6)alkyl, perhalo(C_1-C_6)alkyl, perhalo(C_1-C_6)alkoxy, (C_1-C_6)alkyl, (C_2-C_6)alkenyl, (C_2-C_6)alkynyl, hydroxy, oxo, mercapto, (C_1-C_6)alkylthio, (C_1-C_6)alkoxy, (C_5-C_{10})aryl or (C_5-C_{10})heteroaryl, (C_5-C_{10})aryloxy or (C_5-C_{10})heteroaryloxy, (C_5-C_{10})ar(C_1-C_6)alkyl or (C_5-C_{10})heteroar(C_1-C_6)alkyl, (C_5-C_{10})ar(C_1-C_6)alkoxy or (C_5-C_{10})heteroar(C_1-C_6)alkoxy, HO-(C=O)-, ester, amido, ether, amino, amino(C_1-C_6)alkyl, (C_1-C_6)alkylamino(C_1-C_6)alkyl, di(C_1-C_6)alkylamino(C_1-C_6)alkyl, (C_5-C_{10})heterocyclyl(C_1-C_6)alkyl, (C_1-C_6)alkyl- and di(C_1-C_6)alkylamino, cyano, nitro, carbamoyl, (C_1-C_6)alkylcarbonyl, (C_1-C_6)alkoxycarbonyl, (C_1-C_6)alkylaminocarbonyl, di(C_1-C_6)alkylaminocarbonyl, (C_5-C_{10})arylcarbonyl, (C_5-C_{10})aryloxycarbonyl, (C_1-C_6)alkylsulfonyl, and (C_5-C_{10})arylsulfonyl; s is one to two; R^3 is hydrogen or (C_1-C_6)alkyl; R^4 is hydrogen, (C_1-C_6)alkyl, (C_3-C_{10})cycloalkyl, amino, (C_1-C_6)alkylamino, (C_1-C_6)alkyl-(C=O)-, or (C_3-C_{10})cycloalkyl-(C=O)-; and R^6 is H or (C_1-C_6)alkyl.

10. (CURRENTLY AMENDED) A pharmaceutical composition comprising a compound of claim ~~1~~ 2 and a pharmaceutically acceptable carrier.

11. (CURRENTLY AMENDED) A method of preventing or treating a TGF-related disease state in an animal or human comprising the step of administering a therapeutically effective amount of a compound of claim ~~1~~ 2 to the animal or human suffering from the TGF-related disease state.

12. (CURRENTLY AMENDED) ~~A~~ The method of claim 11, wherein said TGF-related disease state is selected from the group consisting of cancer, glomerulonephritis, diabetic nephropathy, hepatic fibrosis, pulmonary fibrosis, intimal hyperplasia and restenosis, scleroderma, and dermal scarring.

13. (NEW) A pharmaceutical composition comprising a compound of claim 9 and a pharmaceutically acceptable carrier.

14. (NEW) A method of preventing or treating a TGF-related disease state in an animal or human comprising the step of administering a therapeutically effective amount of a compound of claim 9 to the animal or human suffering from the TGF-related disease state.

15. (NEW) The method of claim 14, wherein said TGF-related disease state is selected from the group consisting of cancer, glomerulonephritis, diabetic nephropathy, hepatic fibrosis, pulmonary fibrosis, intimal hyperplasia and restenosis, scleroderma, and dermal scarring.